

BEFORE THE
Federal Communications Commission
WASHINGTON, D.C.

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

In the Matter of)	
)	
Application for Consent to the Transfer of Control of)	WCB Docket No. 04-165
the Domestic and International Section 214 Authorizations)	ITC-T/C-2004-0426-00162
held by Granby Telephone & Telegraph Company)	

**AMENDMENT TO APPLICATION FOR CONSENT TO THE TRANSFER OF
CONTROL OF DOMESTIC AND INTERNATIONAL SECTION 214
AUTHORIZATIONS**

On April 22, 2004, the stockholders of Granby Telephone & Telegraph Company ("Granby") and Granby Holdings, Inc. ("Granby"), a direct, wholly owned subsidiary of Country Road Communications, LLC ("Country Road"), (all parties collectively, the "Applicants") submitted an application for FCC consent to the transfer of control of the domestic and international Section 214 authorizations held by Granby from the stockholders of Granby to Granby Holdings and Country Road ("Application").

On May 13, 2004, Granby Holdings and Country Road requested special temporary authority ("STA") to acquire control of Granby pending grant of permanent authority for such transfer of control for the domestic Section 214 authorization. They requested that this STA provide authority for the transfer on a *nunc pro tunc* basis relating back to April 16, 2004. On that date, Granby Holdings, Granby, and the shareholders of Granby closed on a transaction whereby Granby Holdings acquired all of the issued and outstanding shares of Granby.

The parties to the transaction inadvertently did not file an application to transfer control of Granby and receive the FCC's approval prior to closing on the transaction. This was the result of an oversight. We at Country Road and Granby Holdings take our responsibilities under the

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Communications Act very seriously. As soon as this oversight came to our attention, we moved quickly to file an application with the FCC for authority to transfer control of Granby, which included a notification of the inadvertent unauthorized transfer. We deeply regret this matter and are taking steps to ensure such events will not recur.

Granby Holdings and Country Road hereby amend the pending application to include the following additional information.

Further Description of the Transaction

Granby Holdings is a new company formed by Country Road for the purpose of acquiring all of the issued and outstanding shares of Granby. Granby Holdings acquired all of Granby's shares on April 16, 2004 pursuant to a Stock Purchase Agreement entered into by Granby Holdings, Granby and the former stockholders of Granby, four individuals and one trust. As a result of this acquisition, the domestic and international Section 214 authorizations held by Granby underwent a transfer of control to Granby Holdings and Country Road.

Further Information for Section 63.04(a)(7)

In the original application, Country Road provided information concerning the geographic areas for which its wholly owned affiliates provide telecommunications services. *See* Part I of the Application.

As for the 10% or greater owners of Country Road, none of the ABRY entities (which collectively hold 36.7% of Country Road) or their 10% or greater owners provide telecommunications services.

The Prudential Insurance Company of America ("Prudential") (which holds 38.6% of Country Road) is a wholly owned insurance company subsidiary of Prudential Financial, Inc., a publicly traded company, with affiliates engaged in a variety of services including primarily

insurance, brokerage, investment services, banking and real estate. Across these businesses, Prudential and its affiliates collectively manage approximately \$432 billion in total assets as of December 31, 2003. Unsurprisingly, Prudential and its affiliates make and manage investments on a very broad, diversified basis. These investments include telecommunications and media companies plainly subject to regulation by the FCC, as well as companies with principal businesses outside the telecommunications and media industry but which nonetheless have FCC licenses or are otherwise in some tangential respect subject to regulation by the FCC. These companies may be either publicly traded or privately held.

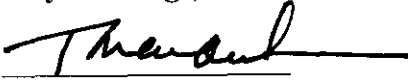
Prudential has undertaken reasonable efforts to ensure compliance with FCC rules. First, it has established a policy for both itself and its affiliates of not acquiring interests that would be deemed under FCC rules to be “attributable” unless a special exception to this internal policy has been approved. Second, as an additional precaution, Prudential regularly tracks its investments in both public and private media companies known to be engaged in communications activities where Prudential’s interest (and those of its affiliates, in the aggregate) exceed a 3% level. Given the broad range of FCC attribution rules that address both ownership and positional interests, the limited availability of information about every line of business of every company in which Prudential or its affiliates might have some limited interest that might be subject to regulation by the FCC, and the daily changes to the relevant information, it is impossible to obtain absolute certainty in this area.

Using the regularly kept information described above, Prudential does not hold a 10% or greater interest in any other telecommunications carrier, other than through its ownership interest in Country Road.

Conclusion

Pursuant to the original Application and the information provided herein, the Applicants request that the Commission consent to the transfer of control of the domestic and international Section 214 authorizations from Granby to Granby Holdings and Country Road.

**Country Road Communications, LLC
Granby Holdings, Inc.**

By: 

Thomas Mendenhall
Vice President – Finance, Secretary & Treasurer
Country Road Communications, LLC
1500 Mt. Kemble Ave., Suite 203
Morristown, NJ 07960
(908) 221-9022, ext. 14 (phone)
(908) 221-0420 (fax)

Michael Jones
Angie Kronenberg
Willkie Farr & Gallagher LLP
1875 K Street N.W.
Washington, D.C. 20036
(202) 303-1000 (phone)
(202) 303-2000 (fax)

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